

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO.

21612-A FILED

AUG 30 '06

1-21 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

August 29, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice, dated as of June 13, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railcar Lease Agreement previously filed with the Board under Recordation Number 21612.

The new names and addresses of the parties to the enclosed document are:

Lessee: Bombardier Capital Rail Inc.
(f/k/a NorRail, Inc.)
12735 Gran Bay Parkway West
Suite 1000
Jacksonville, FL 32258

[Lessor: Wells Fargo Equipment Finance, Inc.
(f/k/a Norwest Equipment Finance, Inc.)
733 Marquette Avenue
Minneapolis, MN 55479]

Mr. Vernon A. Williams
August 29, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

1 railcar DESTROYED: NRLX 047529;

69 railcars: reporting marks and road numbers have changed to within the series NRLX 47500 – NRLX 47573 (previously with NRLX and TR reporting marks and numbers within the series 47500 – 47573) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Notice.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

BOMBARDIER

June 13, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21612-A FILED

AUG 30 '06

1-21 PM

SURFACE TRANSPORTATION BOARD

Bombardier Capital Rail Inc.
12735 Gran Bay Parkway West
Suite 1000
Jacksonville, FL 32258 United States
www.bombardier.com
TEL (904) 288-1000
FAX (904) 288-2155

Re: Memorandum of Railcar Lease Agreement, dated as of August 31, 1998 between Norwest Equipment Finance, Inc., Lessor, and NorRail, Inc., Lessee, filed with the Board on September 1, 1998 at 9:21 under Recordation Number 21612
(BCRI's headlease 10; supplement 23167-102)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation(s) shown above, we wish to advise:

1. The Lessor's name has changed. Please update the record to reflect that the lessor is Wells Fargo Equipment Finance, Inc. (f/k/a Norwest Equipment Finance, Inc.).
2. The Lessee's name has changed. Please update the record to reflect that the lessee is Bombardier Capital Rail Inc. (f/k/a NorRail, Inc.)
3. The reporting marks and road numbers of some or all of the railcars has changed. The attached Exhibit A should be substituted in place of any prior lists of reporting marks and road numbers.
4. The following railcar has been destroyed:

<u>Car Number</u>	<u>Original Car Number</u>
NRLX047529	FPFX008030

Please file these changes under the Recording Number(s) shown above.

Very truly yours,

Catherine Hawks
Catherine Hawks
Senior Attorney

STATE OF FLORIDA)

)

ss.

COUNTY OF DUVAL)

On this 13th day of June, 2006, before me appeared **Catherine Hawks**, to me personally known, who, being duly sworn did say that she is the Senior Attorney of BOMBARDIER CAPITAL RAIL INC. (f/k/a NorRail, Inc.), and that said instrument was signed on behalf said corporation by authority of its board of directors and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Gail M. Porter
NOTARY PUBLIC

My Commission Expires:
7-1-2010

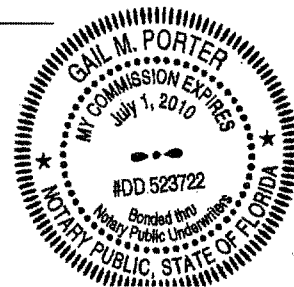


EXHIBIT A

Headlease #	10
Schedule #	102

Current Car #	Original Car #	Previous Car #	Total
NRLX047500	FPPX008001	NRLX047500	1
NRLX047501	FPPX008002	TR 047501	1
NRLX047502	FPPX008003	TR 047502	1
NRLX047503	FPPX008004	NRLX047503	1
NRLX047507	FPPX008008	TR 047507	1
NRLX047508	FPPX008009	TR 047508	1
NRLX047510	FPPX008011	TR 047510	1
NRLX047511	FPPX008012	NRLX047511	1
NRLX047512	FPPX008013	TR 047512	1
NRLX047513	FPPX008014	TR 047513	1
NRLX047517	FPPX008018	TR 047517	1
NRLX047518	FPPX008019	TR 047518	1
NRLX047519	FPPX008020	TR 047519	1
NRLX047521	FPPX008022	TR 047521	1
NRLX047522	FPPX008023	TR 047522	1
NRLX047523	FPPX008024	NRLX047523	1
NRLX047527	FPPX008028	TR 047527	1
NRLX047528	FPPX008029	TR 047528	1
NRLX047530	FPPX008032	TR 047530	1
NRLX047531	FPPX008033	NRLX047531	1
NRLX047532	FPPX008034	NRLX047532	1
NRLX047533	FPPX008035	NRLX047533	1
NRLX047537	FPPX008039	NRLX047537	1
NRLX047538	FPPX008040	NRLX047538	1
NRLX047539	FPPX008041	TR 047539	1
NRLX047540	FPPX008042	TR 047540	1
NRLX047541	FPPX008043	NRLX047541	1
NRLX047542	FPPX008044	NRLX047542	1
NRLX047543	FPPX008045	TR 047543	1
NRLX047547	FPPX008049	NRLX047547	1
NRLX047548	FPPX008050	NRLX047548	1
NRLX047549	FPPX008051	NRLX047549	1
NRLX047550	FPPX008052	NRLX047550	1
NRLX047551	FPPX008053	TR 047551	1
NRLX047552	FPPX008054	TR 047552	1
NRLX047553	FPPX008055	TR 047553	1
NRLX047557	FPPX008059	TR 047557	1
NRLX047558	FPPX008060	TR 047558	1
NRLX047559	FPPX008061	TR 047559	1
NRLX047561	FPPX008063	TR 047561	1
NRLX047562	FPPX008064	TR 047562	1

EXHIBIT A

Headlease #	10
Schedule #	102

Current Car #	Original Car #	Previous Car #	Total
NRLX047563	FPPX008065	NRLX047563	1
NRLX047567	FPPX008069	TR 047567	1
NRLX047568	FPPX008070	NRLX047568	1
NRLX047569	FPPX008071	NRLX047569	1
NRLX047570	FPPX008072	TR 047570	1
NRLX047571	FPPX008073	TR 047571	1
NRLX047572	FPPX008074	TR 047572	1
NRLX047573	FPPX008075	NRLX047573	1
NRLX047504	FPPX008005	NRLX047504	1
NRLX047505	FPPX008006	TR 047505	1
NRLX047506	FPPX008007	NRLX047506	1
NRLX047514	FPPX008015	TR 047514	1
NRLX047515	FPPX008016	NRLX047515	1
NRLX047516	FPPX008017	NRLX047516	1
NRLX047524	FPPX008025	TR 047524	1
NRLX047525	FPPX008026	TR 047525	1
NRLX047526	FPPX008027	NRLX047526	1
NRLX047534	FPPX008036	TR 047534	1
NRLX047535	FPPX008037	NRLX047535	1
NRLX047536	FPPX008038	NRLX047536	1
NRLX047545	FPPX008047	TR 047545	1
NRLX047546	FPPX008048	TR 047546	1
NRLX047554	FPPX008056	NRLX047554	1
NRLX047555	FPPX008057	TR 047555	1
NRLX047556	FPPX008058	NRLX047556	1
NRLX047564	FPPX008066	NRLX047564	1
NRLX047565	FPPX008067	NRLX047565	1
NRLX047566	FPPX008068	NRLX047566	1
Grand Total			69

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/30/06



Robert W. Alvord